

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
W. R. GRACE & CO., et al., ¹)	
)	Case No. 01-01139(JFK)
)	(Jointly Administered)
Debtors.)	
)	Objection Deadline: September 7, 2011
)	at 4:00 p.m. (Prevailing Eastern Time)
)	

**SUMMARY APPLICATION OF VENABLE LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM
PERIOD FROM MAY 1, 2010 THROUGH MAY 31, 2010**

Name of Applicant:	<u>Venable LLP ("Venable")</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace & Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered June 24, 2009, effective as of May 22, 2009</u>
Period for which compensation and reimbursement is sought:	<u>May 1, 2010 through May 31, 2010</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$9,000.00</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$3.50</u>
This is a <u>x</u> monthly ___ interim ___ final application.	

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross County Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

This is Venable's monthly application for interim compensation of services for the interim fee period May 1, 2010 through May 31, 2010 (the "Fee Period").

The following applications were filed in the Chapter 11 cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 5, 2009	11/1/2008-6/30/2009	\$709,294.00	\$6,405.06	\$706,595.00	\$6,405.06
November 5, 2009	7/1/2009-7/31/2009	\$50,849.50	\$75,008.99	Interim approval ²	Interim approval
November 24, 2009	8/1/2009-8/31/2009	\$134,090.00	\$102,335.48	Interim approval	Interim approval
November 24, 2009	9/1/2009-9/30/2009	\$306,602.00	\$118,095.92	Interim approval	Interim approval
November 24, 2009	July-September 2009	\$491,541.50	\$295,440.39	\$491,292.50	\$295,440.39
February 26, 2010	10/1/2009-10/31/2009	\$479,238.00	\$266,326.39	Interim approval ³	Interim approval
April 16, 2010	11/1/2009-11/30/2009	\$398,519.00	\$163,488.22	Interim approval	Interim approval
April 30, 2010	12/1/2009-12/31/2009	\$305,242.96	\$108,454.93	Interim approval	Interim approval
May 3, 2010	October-December 2009	\$1,182,999.96	\$538,269.54	\$1,179,018.46	\$538,269.54
May 19, 2010	1/1/2010-1/31/2010	\$271,084.25	\$97,840.12	Interim approval ⁴	Interim approval
May 19, 2010	2/1/2010-2/28/2010	\$157,136.50	\$17,784.35	Interim approval	Interim approval
May 19, 2010	3/1/2010-3/31/2010	\$7,968.00	\$640.00	Interim approval	Interim approval
May 19, 2010	January-March 2010	\$436,188.75	\$116,265.17	\$436,188.75	\$116,265.17
August __, 2011	4/1/2010-4/30/2010	\$2,500.00	\$162.02	Pending	Pending

² The fees and expenses requested in the July through September, 2009, interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on March 19, 2010.

³ The fees and expenses requested in the October through December, 2009, interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on June 7, 2010.

⁴ The fees and expenses requested in the January through March, 2010, interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on September 13, 2010.

The Venable attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Laura S. Bouyea	Associate	2003	Business	\$285.00	52.1	\$14,848.50
Darek S. Bushnaq	Partner	1997	Business	\$380.00	15.7	\$5,966.00
Colleen M. Mallon	Partner	1999	Litigation	\$415.00	1.6	\$664.00
Total for all attorneys						\$21,478.50
(Less write-off)						(\$12,555.76)
Total						\$8,922.74

The paraprofessionals of Venable who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Number of Years as a Paraprofessional		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jane R. Collins	Paralegal	5	Litigation	\$195.00	0.1	\$19.50
Dorothy M. Dierdorff	Paralegal	13	Business	\$185.00	0.9	\$166.50
Total for all paraprofessionals						\$186.00
(Less write-off)						(\$108.74)
Total						\$77.26

Grand Total for Fees (before write-off)	\$21,664.50
Grand Total for Fees (after write-off)	\$9,000.00
Blended Rate (after write-off)	\$127.84

Compensation by Matter

Matter Description	Total Billed Hours	Total Fees Requested
Advice in Connection with Preparation of Fee Applications	70.4	\$21,664.50
Total for all matters		\$21,664.50
(Less write-off)		(\$12,664.50)
Total		\$9,000.00

Expense Summary

Service Description	Amount
Reproduction Costs	1.40
Postage	2.10
Total of Expenses	\$3.50

WHEREFORE, Venable respectfully requests (a) that an allowance be made to it, as more fully described above for (i) 80% of the amount of **\$9,000.00** for reasonable and necessary professional services Venable has rendered to the Debtors during the Fee Period (**\$7,200.00**) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by Venable during the Fee Period (**\$3.50**); (b) that both the fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such other relief as is equitable and just.

Wilmington, Delaware
Dated: August 18, 2011

Respectfully submitted,

VENABLE LLP

/s/ G. Stewart Webb, Jr.
G. Stewart Webb, Jr.
Darek S. Bushnaq
750 E. Pratt Street, Suite 900
Baltimore, Maryland 21202
(410) 244-7400

Special Litigation Counsel for the Debtors and
Debtors in Possession

Monthly Statement of Venable LLP
 Fee Detail May 1, 2010 through May 31, 2010

Advice in Connection with Preparation of Fee Application

TIMEKEEPER	DATE	HRS	RATE	AMT	NARRATIVE
BOUYEA, LAURA S.	5/3/2010	2.70	118.40	319.67	CORRESPOND WITH BUSHNAQ AND LOCAL COUNSEL RE: CERTIFICATE OF NO OBJECTION FOR OCTOBER 2009 (0.2), REVIEW AND REVISE QUARTERLY FEE APPLICATION AND PREPARE RELATED EXHIBITS AND CORRESPOND WITH LOCAL COUNSEL RE: FILING OF THE SAME (2.5)
BUSHNAQ, DAREK S.	5/3/2010	1.50	157.86	236.79	REVIEW AND REVISE OCTOBER - DECEMBER 2009 THIRTY-FIFTH QUARTERLY FEE APPLICATION (1.1); CONFERENCES WITH L. BOUYEA RE: SAME (.4)
BOUYEA, LAURA S.	5/4/2010	0.40	118.40	47.36	REVIEW CERTIFICATE OF NO OBJECTION AND 35TH QUARTERLY FEE APPLICATIONS AS FILED, CORRESPOND W/ L. OBERHOLZER RE: THE SAME, CORRESPOND WITH BUSHNAQ RE: THE SAME
BUSHNAQ, DAREK S.	5/4/2010	0.30	157.87	47.36	REVIEW OCTOBER 2009 CERTIFICATE OF NO OBJECTION AND AS-FILED 35TH QUARTERLY FEE APPLICATION
BOUYEA, LAURA S.	5/9/2010	0.20	118.40	23.68	CORRESPOND WITH BUSHNAQ RE: INQUIRY OF FEE AUDITOR RE: DECEMBER 2009 FEE APPLICATION
BOUYEA, LAURA S.	5/10/2010	7.10	118.40	840.62	DRAFT JANUARY, FEBRUARY, MARCH 2010 FEE APPLICATIONS, E-MAILS TO M. MANECHE, J. COLLINS AND M. UPADHYAYA RE: THE SAME, CORRESPOND WITH BUSHNAQ RE: THE SAME, CORRESPOND WITH BUSHNAQ RE: INQUIRY RE: DECEMBER 2009 FEE APPLICATION, TELEPHONE CALL TO B. RUHLANDER RE: THE SAME, REVIEW DECEMBER 2009 FEE APPLICATION
BUSHNAQ, DAREK S.	5/10/2010	0.90	157.87	142.08	CONFERENCES WITH L. BOUYEA RE: FEE AUDITOR INQUIRY RE: DECEMBER LEGAL FEES (.7); CONFERENCES WITH L. BOUYEA RE: JANUARY-MARCH 2010 FEE APPLICATIONS (.2)
BOUYEA, LAURA S.	5/11/2010	3.30	118.40	390.71	CORRESPOND WITH M. UPADHYAYA RE: JANUARY FEE APPLICATION, REVIEW AND REVISE APPLICATION
BOUYEA, LAURA S.	5/12/2010	2.60	118.40	307.83	DRAFT JANUARY THROUGH MARCH FEE APPLICATIONS (2.5), CORRESPOND WITH M. UPADHYAYA RE: THE SAME (0.1)
BOUYEA, LAURA S.	5/13/2010	2.90	118.40	343.35	REVIEW AND REVISE JANUARY THROUGH MARCH 2010 FEE APPLICATIONS
BUSHNAQ, DAREK S.	5/13/2010	0.20	157.85	31.57	CONFERENCE WITH L. BOUYEA RE: JANUARY - MARCH 2010 FEE APPLICATIONS
BOUYEA, LAURA S.	5/14/2010	4.50	118.40	532.78	REVIEW AND REVISE JANUARY - MARCH FEE APPLICATIONS (4.3), CORRESPOND WITH BUSHNAQ RE: THE SAME (0.2)
BUSHNAQ, DAREK S.	5/16/2010	1.20	157.86	189.43	REVIEW AND REVISE JANUARY 2010 FEE APPLICATION
BOUYEA, LAURA S.	5/17/2010	4.70	118.40	556.46	DRAFT JANUARY - MARCH FEE APPLICATIONS, CORRESPOND WITH BUSHNAQ RE: THE SAME
BUSHNAQ, DAREK S.	5/17/2010	0.80	157.86	126.29	REVIEW AND REVISE FEBRUARY 2010 FEE APPLICATION (.5); CONFERENCE WITH L. BOUYEA RE: JANUARY 2010 FEE APPLICATION (.3)
BOUYEA, LAURA S.	5/18/2010	6.00	118.40	710.38	REVIEW AND REVISE JANUARY - MARCH AND QUARTERLY FEE APPLICATIONS, CORRESPOND WITH D. BUSHNAQ AND S. WEBB RE: FEE APPLICATION ISSUES
BUSHNAQ, DAREK S.	5/18/2010	1.20	157.87	189.44	CONFERENCES WITH L. BOUYEA RE: JANUARY 2010 FEE APPLICATION (.1) AND DECEMBER 2009 FEE APPLICATION (.3); REVIEW SAME (.4); TELEPHONE CONFERENCE WITH S. WEBB AND L. BOUYEA RE: SAME

BOUYEA, LAURA S.	5/19/2010	3.80	118.40	449.91	REVIEW, REVISE AND FILE 36TH QUARTERLY FEE APPLICATION AND FEBRUARY AND MARCH FEE APPLICATIONS; CORRESPOND WITH D. BUSHNAQ AND M. UPADHYAYA RE: SAME
BUSHNAQ, DAREK S.	5/19/2010	3.70	157.86	584.09	REVIEW AND REVISE JANUARY, FEBRUARY AND MARCH 2010 QUARTERLY FEE APPLICATIONS
COLLINS, JANE R.	5/19/2010	0.10	81.00	8.10	E-MAIL CONFIRMING THE POSSESSION OF P. MIKESKA NON-CONFIDENTIAL E-MAILS AND HOLDING THEM IN OUR SYSTEM UNTIL FURTHER NOTICE
DIERDORFF, DOROTHY M.	5/19/2010	0.90	76.84	69.16	WORK ON EXHIBITS FOR L. S. BOUYEA RE: FEE APPLICATION
BOUYEA, LAURA S.	5/20/2010	0.40	118.40	47.36	CORRESPOND WITH D. BUSHNAQ AND P. BARANAUSKAS RE: FEE ISSUES
BUSHNAQ, DAREK S.	5/20/2010	0.40	157.85	63.14	REVIEW AS-FILED FEE APPLICATIONS RE: JANUARY, FEBRUARY AND MARCH 2010; CONFERENCE WITH L. BOUYEA RE: SAME
BOUYEA, LAURA S.	5/21/2010	1.50	118.40	177.60	CORRESPOND WITH D. BUSHNAQ RE: FEE APPLICATIONS, REVIEW DOCKET RE: SAME; CORRESPOND WITH FEE AUDITOR RE: AUDITOR'S REPORT; REVIEW AUDITOR'S REPORT; CORRESPOND WITH D. BUSHNAQ RE: SAME
BUSHNAQ, DAREK S.	5/21/2010	0.90	157.86	142.07	REVIEW CERTIFICATE OF NO OBJECTION RE: NOVEMBER 2009 FEES; REVIEW FEE EXAMINER'S INITIAL REPORT RE: 35TH QUARTERLY APPLICATION
BOUYEA, LAURA S.	5/24/2010	3.10	118.40	367.03	CORRESPOND WITH D. BUSHNAQ RE: FEE AUDITORS REPORT; CORRESPOND WITH BARANAUSKAS RE: SAME; REVIEW CORRESPONDENCE FROM C. MALLON RE: SAME
BUSHNAQ, DAREK S.	5/24/2010	0.20	157.85	31.57	REVIEW MATERIALS RE: RESPONSE TO FEE EXAMINER INITIAL REPORT RE: 35TH QUARTERLY APPLICATION
MALLON, COLLEEN M.	5/24/2010	0.90	172.40	155.16	REVIEW AUDITOR'S QUESTIONS RE: TIME ENTRIES; MEETING WITH S. WEBB RE: SAME; DRAFT EMAIL CONTAINING ANSWERS TO QUESTIONS
BOUYEA, LAURA S.	5/25/2010	5.50	118.40	651.18	PREPARE RESPONSE TO FEE AUDITOR'S REPORT, CORRESPOND WITH D. BUSHNAQ RE: THE SAME
BUSHNAQ, DAREK S.	5/25/2010	1.30	157.86	205.22	CONFERENCES WITH L. BOUYEA; REVIEW AND REVISE RESPONSE RE: FEE EXAMINER'S INITIAL REPORT RE: 35TH QUARTER
MALLON, COLLEEN M.	5/25/2010	0.30	172.40	51.72	TELEPHONE CALL WITH L. BOUYEA RE: DETAILS OF TIME ENTRIES
BOUYEA, LAURA S.	5/26/2010	2.80	118.40	331.51	REVIEW AND REVISE RESPONSE TO FEE AUDITOR, CORRESPOND WITH D. BUSHNAQ, A. GENDRON AND C. MALLON RE: THE SAME
BUSHNAQ, DAREK S.	5/26/2010	2.80	157.86	442.01	REVIEW AND REVISE RESPONSE TO FEE EXAMINER'S INITIAL REPORT RE: 35TH QUARTERLY FEE APPLICATION (1.8); TELEPHONE CALLS WITH S. WEBB AND CONFERENCE WITH L. BOUYEA RE: SAME (1.0)
MALLON, COLLEEN M.	5/26/2010	0.40	172.43	68.97	TELEPHONE CALL WITH L. BOUYEA RE: PLAINTIFF'S EXPERT'S REPORTS; EDIT/REVIEW RESPONSE LETTER TO AUDITOR RE: SEVERAL TIME ENTRIES
BOUYEA, LAURA S.	5/27/2010	0.60	118.40	71.04	REVIEW AUDITOR'S REPORT, CORRESPOND WITH D. BUSHNAQ RE: FEE ISSUES
BUSHNAQ, DAREK S.	5/27/2010	0.30	157.87	47.36	REVIEW FEE AUDITOR'S FILING RE: 35TH QUARTERLY FEE APPLICATION

9,000.00

* In the interest of billing judgment, \$12,664.50 was written off for the period May 1 through May 31, 2010. These fees reflect these reductions. Therefore, the fees cannot be replicated by multiplying the hours billed by the billing rate.

Monthly Statement of Venable LLP
Expense Detail May 1, 2010 through May 31, 2010

5/12/2010 INTERNAL REPRODUCTION COSTS

1.40 PHOTOCOPIES MADE BY VERMETTE, DIANE M.
1.40

5/26/2010 POSTAGE

1.22 MALLON, COLLEEN M.

5/27/2010 POSTAGE

0.88 BUSHNAQ, DAREK S.

2.10

3.50